

Prepared by Senior Benefit Services  
6233 Dan Dancyer  
Ft. Worth, TX 76133  
817-370-0585

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The Trust of RAYMOND F. BROOKS, SR.

**ARTICLE 1**

Declaration of Trust  
(This is a Grantor Trust)

1.1 With this instrument, RAYMOND F. BROOKS, SR. declares the establishment of a revocable living trust by delivering to the trustee without consideration the property described hereinafter as the "Trust Estate."

For reference purposes, the following information applies:

- 1) Name of Trust - The Trust of RAYMOND F. BROOKS, SR.
- 2) Date Established - Feb. 20 1996
- 3) Settlor/Trustee - RAYMOND F. BROOKS, SR.
- 4) Children Living - RAYMOND F. BROOKS, JR.  
ALICE M. BROOKS  
NANCY B. ALLEN  
ARTHUR S. BROOKS
- 5) Children Deceased - None
- 6) Lifetime Beneficiary - RAYMOND F. BROOKS, SR.
- 7) Remainder beneficiaries - RAYMOND F. BROOKS, JR.,  
ALICE M. BROOKS,  
NANCY B. ALLEN, and  
ARTHUR S. BROOKS.

1.2 The property transferred to the Revocable Living Trust of RAYMOND F. BROOKS, SR. shall be known as the "separate trust estate" or "trust estate."

1.3 Initially the trust estate shall be allocated for the benefit of RAYMOND F. BROOKS, SR., beneficiary.

**ARTICLE 2**

Trust During RAYMOND F. BROOKS, SR.'S Life

2.1 RAYMOND F. BROOKS, SR., as trustee, will hold, administer, and distribute all property allocated to the Trust during RAYMOND F. BROOKS, SR.'S life for RAYMOND F. BROOKS, SR.'S own benefit.

2.2 RAYMOND F. BROOKS, SR. shall be entitled to utilize as much of the net income of the trust estate as is necessary for the health, education, support, comfort, welfare, or happiness of RAYMOND F. BROOKS, SR. and to maintain at a minimum RAYMOND F. BROOKS, SR.'S accustomed manner of living. Any income not so distributed shall be added to principal.

Robin James  
4131 Fogg Rd N  
Nesbit 38651

**2.3** If the income is insufficient, RAYMOND F. BROOKS, SR. may utilize as much of the principal of the separate trust estate as is reasonably necessary for RAYMOND F. BROOKS, SR.'S health, education, support, comfort, welfare, or happiness to maintain at a minimum RAYMOND F. BROOKS, SR.'S accustomed manner of living.

**2.4** If a court declares RAYMOND F. BROOKS, SR. incompetent, or if the trustee and/or co-trustee and/or successor trustee, after consultation with medical professionals, provides written certification from at least one attending physician that RAYMOND F. BROOKS, SR. is unable to manage RAYMOND F. BROOKS, SR.'S own affairs by reason of physical or mental disability, then the trustee and/or co-trustee and/or successor trustee may access trust estate property for the purpose of paying to, or for, RAYMOND F. BROOKS, SR. as much of the income and principal from the separate trust estate as is necessary for RAYMOND F. BROOKS, SR.'S health, education, or support to maintain RAYMOND F. BROOKS, SR.'S accustomed manner of living. Added to the principal shall be any income not distributed.

**2.5** If RAYMOND F. BROOKS, SR. becomes incapable of giving informed consent for health care decisions, the settlor hereby grants the successor trustee(s) in the order named in this document full power and authority to make health care decisions on the settlor's behalf, including the right to consent, refuse consent, or withdraw consent to any care, treatment, service, or procedure to maintain, diagnose, or treat the settlor's physical or mental conditions, and to receive and to consent to the release of medical information. The successor trustee shall rely on any Durable Power of Attorney for Health Care or similar document relating to health care decisions that has been executed by the settlor when carrying out specific health care decisions relating to the settlors. If no such Durable Power of Attorney has been executed, the powers enumerated in this provision shall be given full force and effect.

**2.6** RAYMOND F. BROOKS, SR. may at any time pay single sums or periodic payments from the trust estate to any person or organization. Additionally, RAYMOND F. BROOKS, SR.'S conservator may exercise this power for payments qualifying for the federal gift tax annual donee exclusion.

**2.7** RAYMOND F. BROOKS, SR. may at any time revoke the separate trust estate in whole or in part.

**2.8** RAYMOND F. BROOKS, SR. may at any time amend any of the terms of this trust by a written document.

**2.9** The powers of RAYMOND F. BROOKS, SR. to revoke or amend this trust are personal, and no guardian, conservator, or other person shall exercise them.

### ARTICLE 3

#### Trust at RAYMOND F. BROOKS, SR.'S Death

**3.1** At the death of RAYMOND F. BROOKS, SR. but before the trust assets are allocated as set forth below, the trustee shall make the following distributions (if any). These distributions are subject to the trustee's authority to first make disbursements as provided under Paragraph 3.2 below.

**3.2** The trustee may, in its reasonable discretion, pay from the trust estate RAYMOND F. BROOKS, SR.'S debts, last illness and funeral costs, and expenses of administration for this trust.

**3.3** The successor trustee shall distribute and allocate the remainder of the trust estate in equal shares to the settlor's children, RAYMOND F. BROOKS, JR., ALICE M. BROOKS, NANCY B. ALLEN, and ARTHUR S. BROOKS, if they survive the settlor. Provided that if any of the said named children should predecease the settlor and leave issue who survive the settlor, those issue shall take, by right of representation, the share that such predeceased child would have taken had he or she survived the settlor. Provided further, that if any predeceased child leaves no surviving issue, the share of the trust estate that would have been distributed to such predeceased child shall be distributed in equal shares to the settlor's other said children named herein, or to their respective surviving issue, by right of representation.

If no descendants survive RAYMOND F. BROOKS, SR., the trustee shall distribute the remainder of the trust estate to the deceased settlor's next of kin, their identities and shares to be determined under Mississippi law in effect on the date of execution of this instrument.

**3.4** Except for gifts expressly made free of tax, RAYMOND F. BROOKS, SR. directs the trustee to charge and collect all federal death taxes from those persons sharing in the federal taxable estate. Further, RAYMOND F. BROOKS, SR. directs the trustee to charge and collect all state death taxes in the same manner as the federal death taxes and not as probate administration expenses.

### ARTICLE 4

#### Office of Trustee

**4.1** For all trusts under this instrument, the trustee and successor trustees shall be those persons named below. Each successor trustee shall serve in the order designated if the prior trustee fails to qualify or ceases to act.

Trustee: RAYMOND F. BROOKS, SR.

First Successor Trustee: ARTHUR S. BROOKS

Second Successor Trustee: ALICE M. BROOKS

Third Successor Trustee: NANCY B. ALLEN

**4.2** The trustee may pay itself reasonable compensation from the trust estate during each calendar year for all ordinary services and reasonable additional compensation for any extraordinary services, all without court order. If the trustee serves less than a full calendar year, the trustee shall prorate the annual compensation.

**4.3** The trustee may employ custodians, attorneys, accountants, investment advisers, corporate fiduciaries, or any other agents or advisers to assist the trustee in the administration of this trust and may rely on the advice given by these agents. The trustee shall pay reasonable compensation for all services performed by these agents from the trust estate out of either income or principal as the trustee in the trustee's reasonable discretion determines. These payments shall not decrease the compensation to which the trustee is entitled.

**4.4** No trustee shall be liable to any person interested in this trust for any act or default unless it results from the trustee's bad faith, willful misconduct, or gross negligence.

**4.5** Any trustee may accept as correct any accounting of trust assets made by any predecessor trustee. However, a trustee may institute any action or proceeding for the settlement of the accounts, acts, or omissions of any predecessor trustee.

**4.6** No trustee, including a nonresident, shall be required to post bond or security.

**4.7** The trustee shall have the power to retain any property, including shares of the trustee's own stock, or to abandon any property that the trustee receives or acquires.

**4.8** Except when specifically restricted, the trustee shall have the power to retain, purchase, or otherwise acquire unproductive property.

**4.9** The trustee shall have the power to manage, control, grant options on, sell (for cash or on deferred payments with or without security), convey, exchange, partition, divide, improve, and repair trust property.

**4.10** The trustee shall have the power to lease trust property for terms within or beyond the terms of the trust and for any purpose, including exploration for and removal of gas, oil, and other minerals and enter into community oil leases, pooling, and unitization agreements.

**4.11** The trustee shall have the power to invest and reinvest the trust estate in every kind of property, real, personal, or mixed, and every kind of investment, specifically including, but not by way of limitation, corporate obligations of every kind, stocks, preferred or common, shares in investment trusts, investment companies, mutual funds, mortgage participations, life insurance policies on the life of any beneficiary that men of prudence, discretion, and intelligence acquire for their own account, and any common trust fund administered by the trustee.

**4.12** The trustee shall have all the rights, powers, and privileges of an owner of the securities held in trust, including, but not by way of limitation, the power to vote, give proxies, and pay

assessments; to participate in voting trusts and pooling agreements (whether or not extending beyond the term of the trust); to enter into shareholders' agreements; to consent to foreclosure, reorganizations, consolidations, merger liquidations, sales, and leases, and, incident to any such action, to deposit securities with and transfer title to any protective or other committee on such terms as the trustee may deem advisable; and to exercise or sell stock subscription or conversion rights.

**4.13** The trustee shall have the power to conduct business with any and all financial institutions including, but not limited to the following types of accounts: Savings accounts, checking accounts, and direct deposit accounts.

**4.14** The trustee shall have the power to invest in mortgage participations, in shares of investment trusts and regulated investment companies, including any under the control of any investment counsel employed by the trustee, in mutual funds, money market funds, and index funds that investors of prudence, discretion, and intelligence acquire for their own account.

**4.15** The trustee shall have the power to hold securities or other property in the trustee's name as trustee under this trust, or in the trustee's own name, or in the name of a nominee, or the trustee may hold securities unregistered in such condition that ownership will pass by delivery.

**4.16** The trustee shall have the power to carry, at the expense of the trust, insurance of such kinds and in such amounts as the trustee deems advisable to protect the trust estate against any damage or loss and to protect the trustee against liability with respect to third parties.

**4.17** The trustee shall have the power to lend money to any person, including a trust beneficiary or the estate of a trust beneficiary, at prevailing interest rates and with or without security as the trustee deems advisable.

**4.18** The trustee may borrow money for any purpose from any source, including any trustee at any time acting hereunder, and to secure the repayment of any and all amounts so borrowed by pledge of any property.

**4.19** The trustee shall periodically, but not less than once each year, render an account of its administration of the trusts to all of the current income and current principal beneficiaries who are then adults. The beneficiary's written approval of the accounting shall be a complete protection of the trustee as to all matters and transactions stated or shown by the accounting. Failure to transmit to the trustee either (a) the written approval of such accounting, or (b) a written objection to the accounting, with reasons specified, within a period of ninety (90) days after a written request by the trustee for such approval shall constitute a written approval of the guardian, conservator, or representative of such person entitled to the accounting. To the extent permitted by law, the written approval of the adult beneficiaries shall bind minor and contingent remainder interests. Except as provided in this paragraph, any reports or accounts otherwise required by Mississippi law are hereby waived to the fullest extent of the law.

- 4.20** The trustee shall determine all matters with respect to what is principal and income of the trust estate and the apportionment and allocation of receipts and expenses between these accounts by the provisions of Mississippi law from time to time existing. When this instrument or such Act does not provide, the trustee, in the trustee's reasonable discretion, shall determine the characterization.
- 4.21** The trustee shall establish reasonable reserves for depreciation, notwithstanding any other provision of this instrument or Mississippi law.
- 4.22** Income accrued or unpaid on trust property when received into the trust shall be treated as any other income. Income accrued or held undistributed by the trustee at the termination of any trust or any interest in a trust created under this instrument, other than any trust that may be a qualified terminable interest property trust, shall go to the next beneficiaries of that interest or trust in proportion to their interest in it. Income accrued or held in trust on the termination of a qualified terminable interest property trust shall go to the beneficiary of that trust immediately before the termination or to his or her estate.
- 4.23** The trustee shall prorate on a daily basis all taxes and current expenses among successive beneficiaries over the period to which they relate.
- 4.24** The trustee shall have the power in the trustee's reasonable discretion to take any action and to make any election to minimize the tax liabilities of any trust and its beneficiaries, to allocate the benefits among the various beneficiaries, and to make adjustments in the rights of any beneficiaries, or between the income and principal accounts, to compensate for the consequences of any tax election or any investment or administrative decision that the trustee believes has had the effect of directly or indirectly preferring one beneficiary or group of beneficiaries over others.
- 4.25** If more than one trust is held under this instrument, the trustee shall not be required to physically segregate or divide assets among the various trusts, except on the termination of any of the trusts. However, the trustee shall keep separate accounts for the separate undivided interests, and the trust may hold undivided interests in the same assets.
- 4.26** The trustee, in the trustee's discretion, shall have the power to pay from the trust estate, and to allocate between income and principal, any death taxes to the extent that such taxes are attributable to the trust estate or any part of it (calculated at the average rates applicable to such tax). However, any trust property otherwise exempt from federal estate tax shall not be subject to the payment of any such death taxes.
- 4.27** The trustee shall have the power, in the trustee's reasonable discretion, to pay the last illness expenses, funeral expenses, and other obligations incurred for the beneficiary's support from the income or principal of the beneficiary's trust.

**4.28** In making nonprorata distributions to beneficiaries, the trustee shall consider and attempt to equalize, as far as practicable, the aggregate income tax basis of assets distributed to the various beneficiaries. Any such determination by the trustee shall bind all parties in interest.

**4.29** When the trustee must divide any trust property into parts or shares for the purpose of distribution or otherwise, the trustee may, in the trustee's reasonable discretion, make the division and distribution in identical interests, in kind, or partly in kind and partly in money, prorata or nonprorata. Also, the trustee may make such sales of the trust property as the trustee deems necessary to accommodate such distributions.

**4.30** The trustee may determine, in its reasonable discretion, if the principal of the trust is uneconomical to administer. The trustee may then, in its reasonable discretion, (1) distribute the trust assets to the beneficiaries in proportion to their interests in income; (2) purchase and deliver to the income beneficiaries a restrictive savings account, certificate of deposit, annuity, or endowment; (3) distribute the trust assets to a custodian for the beneficiaries under Mississippi law; or (4) distribute the trust assets as provided by law. On such distribution and delivery, the trust shall terminate. The trustee shall not be liable or responsible to any person for its action nor for its failure or refusal at any time to terminate the trust as authorized in this paragraph.

**4.31** Except when this instrument provides otherwise, the trustee shall delay outright distribution of any minor beneficiary's interest in a trust by continuing in a separate trust such minor's share, subject to any trustee discretion to terminate a small trust or court ordered termination. The trustee shall add all income to principal and pay to or for the benefit of the minor beneficiary as much of the trust estate as is necessary for the minor beneficiary's health, education, support, or maintenance in the minor beneficiary's accustomed manner of living after taking into account the minor beneficiary's other income and resources known to the trustee and reasonably available for that purpose. When the minor beneficiary attains majority, the trustee shall distribute the trust estate to the beneficiary outright. If the minor beneficiary dies before distribution, the trustee shall distribute the trust estate to the beneficiary's estate.

## **ARTICLE 5**

### **Contest, Disinheritance, Definitions**

**5.1** If any beneficiary in any manner, directly or indirectly, contests or attacks this instrument or any of its provisions, any share or interest in the trust given to that contesting beneficiary under this instrument is revoked and shall be disposed of in the same manner provided herein as if that contesting beneficiary had predeceased RAYMOND F. BROOKS, SR..

**5.2** Except as otherwise specifically provided in this instrument, if any person named herein fails to survive RAYMOND F. BROOKS, SR. for thirty days, for all purposes of this trust, the person shall be considered to have predeceased RAYMOND F. BROOKS, SR..

**5.3** All of the trustee's powers, duties, and immunities shall continue after termination of any trust until the trustee has made actual distribution of the trust estate.

**5.4** As used in this instrument, the terms are defined as follows:

"Descendants" shall mean lineal descendants in any degree of the ancestor designated and shall include persons adopted during minority.

"Brothers and sisters" shall include half-brothers and half-sisters if those persons are lineal descendants of RAYMOND F. BROOKS, SR..

"Trust," "trusts," and "trust estate" shall be interpreted in the singular or plural as the context indicates.

"Corporate Trustee" shall mean a trust company or a bank with trust powers authorized to act within the United States.

"Education expenses" shall include the cost of elementary, secondary, college, university, postgraduate study, seminars, individual or independent research or study, and travel or foreign study. The trustee may also consider the beneficiary's related living expenses to the extent they are reasonable.

"Death taxes" shall include federal, foreign, state, and local estate and inheritance taxes, including penalties and interest, but not generation-skipping or special use valuation recapture taxes or marital deduction qualified terminable interest attribution.

"Disclaimer" or "qualified disclaimer" has the same meaning that "qualified disclaimer" has under the Internal Revenue Code and supporting regulations.

The masculine, feminine, or neuter gender and the singular or plural number shall each include the others whenever the context indicates.

"Beneficiaries other resources" shall include the beneficiary's employable skills and a third party's support obligations.

"Primary beneficiary" is a beneficiary whose interests and needs the trustee shall consider to be paramount over the other designated beneficiaries in the class.

Clause headings are for reading convenience and shall be disregarded when construing this instrument.

**5.5** Mississippi law shall govern the validity, construction, interpretation, and administration of all trusts hereunder.



## ARTICLE 6

### Execution and Acknowledgment

6.1 RAYMOND F. BROOKS, SR. certifies that RAYMOND F. BROOKS, SR. has read the foregoing Declaration of Trust and that it correctly states the terms and conditions under which the trustee is to hold, manage, and distribute the trust estate. RAYMOND F. BROOKS, SR. approves the Declaration of Trust in all particulars. RAYMOND F. BROOKS, SR., as trustee, further acknowledges the receipt of the sum of TEN DOLLARS (\$10.00) constituting the initial funding of this Declaration and Instrument of Trust.

Dated FEBRUARY 20, 1996

Raymond F. Brooks, Sr.  
RAYMOND F. BROOKS, SR., Settlor/Trustee

### Certificate of Notary Public

STATE OF MISSISSIPPI

COUNTY OF DESOUD

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named RAYMOND F. BROOKS, SR., who acknowledged that he signed, executed and delivered the within and foregoing instrument of writing on the day and year therein mentioned as and for his voluntary act and deed.

WITNESS my hand and official seal on this 20th day of FEBRUARY, 1996.

[Signature]  
NOTARY PUBLIC

My commission expires:

Notary Public State of Mississippi  
My Commission Expires: 12/31/97  
BONDED THRU HEIDELBERG, INC.